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*Proposed Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**NOTICE OF FILING OF REVISED  
PROPOSED FINAL ORDERS ON FIRST  
DAY AND OTHER MOTIONS TO BE  
HEARD AT FEBRUARY 27 OMNIBUS  
HEARING**

Date: February 27, 2019

Time: 9:30 a.m. (Pacific Time)

Place: United States Bankruptcy Court  
Courtroom 17, 16th Floor  
San Francisco, CA 94102

NOTICE OF FILING OF REVISED  
PROPOSED FINAL ORDERS

1 **PLEASE TAKE NOTICE** that the United States Bankruptcy Court for the Northern District  
2 of California (San Francisco Division) (the “**Bankruptcy Court**”) will hold a hearing on **February**  
3 **27, 2019, at 9:30 a.m. (Pacific Time)** (the “**Omnibus Hearing**”) in the courtroom of the Honorable  
4 Dennis Montali, United States Bankruptcy Judge, Courtroom 17, 16th Floor, 450 Golden Gate  
5 Avenue, San Francisco, California 94102. At the Omnibus Hearing, the Bankruptcy Court will hear  
the motions filed by PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company  
(the “**Utility**”), as debtors and debtors in possession (the “**Debtors**”) in the above-captioned chapter  
11 cases (the “**Chapter 11 Cases**”), listed below (the “**Motions**”).

6 **PLEASE TAKE FURTHER NOTICE** that, on February 19, 2019, the Debtors filed a  
7 *Notice of Filing of Proposed Final Orders on First Day and Other Motions to Be Heard at February*  
8 *27 Omnibus Hearing* [Dkt. 491], to which proposed final orders on the Motions were attached as  
exhibits 1-16. To address formal and informal comments and objections received, the Debtors have  
revised the proposed orders for the Motions, as reflected in exhibits attached hereto.

9 **PLEASE TAKE FURTHER NOTICE** that, attached hereto as Exhibits 1-12 are the  
10 Debtors’ revised proposed orders granting the relief requested in each of the Motions. Attached as  
11 Exhibit 13 is a proposed second interim order on the Operational Integrity Suppliers Motion, as to  
which the Debtors will seek further interim relief at the Omnibus Hearing.

12 1. **Insurance Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 362(d),  
13 363(b), 363(c), and 364 and Fed. Bankr. P. 4001, 6003, and 6004 for Interim and Final Orders (I)  
14 Authorizing the Debtors to Maintain Insurance Policies, Workers’ Compensation Program, and  
Surety Bond Program and Pay All Obligations With Respect Thereto; and (II) Granting Relief From  
15 the Automatic Stay with Respect to Workers’ Compensation Claims [Dkt No. 9]. Copies of the  
proposed final order on the Insurance Motion and a redline comparison against the interim order  
16 previously entered by the Court are attached hereto as **Exhibit 1.**

17 2. **Exchange Operator Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 362,  
18 363, and 364 and Fed. R. Bankr. P. 6003 and 6004 to (A) Honor Prepetition Obligations to Natural  
Gas and Electricity Exchange Operators, (B) Grant Administrative Expense Claims and Authorize  
19 Posting of Postpetition Collateral to Exchange Operators, (C) Modify the Automatic Stay, and (D)  
Grant Related Relief [Dkt No. 15]. Copies of the proposed final order on the Exchange Operator  
20 Motion and a redline comparison against the interim order previously entered by the Court are  
attached hereto as **Exhibit 2.**

21 3. **Lien Claimants Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b),  
22 and 503(b) and Fed. R. Bankr. P. 6003 and 6004 (I) for Interim and Final Authority to Pay  
Prepetition Obligations Owed to Shippers, Warehousemen, and Other Lien Claimants, and (II)  
23 Granting Administrative Expense Priority Status for Claims Arising from Goods Delivered to the  
Debtors Postpetition [Dkt No. 13]. Copies of the proposed final order on the Lien Claimants Motion  
24 and a redline comparison against the interim order previously entered by the Court are attached  
hereto as **Exhibit 3.**

25 4. **Taxes Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 363, 507(a), and  
26 541(d) and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final Authority to Pay Certain  
27 Prepetition Taxes and Assessments and Granting Related Relief [Dkt No. 11]. Copies of the  
28

proposed final order on the Taxes Motion and a redline comparison against the interim order previously entered by the Court are attached hereto as **Exhibit 4**.

5. **Employee Wages and Benefits Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 507 and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final Authority to (I) Pay Prepetition Wages, Salaries, Withholding Obligations, and Other Compensation and Benefits; (II) Maintain Employee Benefits Programs; and (III) Pay Related Administrative Obligations [Dkt No. 8]. Copies of the proposed final order on the Employee Wages and Benefits Motion and a redline comparison against the interim order previously entered by the Court are attached hereto as **Exhibit 5**.

6. **NOL Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105(A) and 362 for Interim and Final Orders Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Stock of, and Claims Against, the Debtors [Dkt No. 10]. Copies of the proposed final order on the NOL Motion and a redline comparison against the proposed final order previously filed with the Motion are attached hereto as **Exhibit 6**.

7. **Reclamation Procedures Motion.** Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 546(c) and 105(a) and Fed. R. Bankr. P. 9019 Establishing and Implementing Exclusive and Global Procedures for the Treatment of Reclamation Claims [Dkt No. 30]. Copies of the proposed order on the Reclamation Procedures Motion and a redline comparison against the proposed order previously filed with the Reclamation Procedures Motion are attached hereto as **Exhibit 7**.

8. **Section 503(b)(9) Procedures Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 503(b)(9) and 105(a) for Entry of an Order Establishing Procedures for the Assertion, Resolution, and Satisfaction of Claims Asserted Pursuant to 11 U.S.C. § 503(b)(9) [Dkt No. 31]. Copies of the proposed order on the 503(b)(9) Procedures Motion and a redline comparison against the proposed order previously filed with the 503(b)(9) Procedures Motion are attached hereto as **Exhibit 8**.

9. **Utilities Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 366 and 105 Requesting Entry of an Order (I) Approving Debtors' Proposed Form of Adequate Assurance for Payment of Utility Providers, (II) Establishing Procedures Providing Adequate Assurance and Resolving Objections of Utility Providers, and (III) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Service [Dkt No. 32]. Copies of the proposed order on the Utilities Motion and a redline comparison against the proposed order previously filed with the Utilities Motion are attached hereto as **Exhibit 9**.

10. **Case Management Motion.** Motion of Debtors for Entry of Order Implementing Certain Notice and Case Management Procedures [Dkt No. 352]. Copies of the proposed order on the Case Management Motion and a redline comparison against the proposed order previously filed with the Case Management Motion are attached hereto as **Exhibit 10**.

11. **Interim Compensation Procedures Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 331 and 105(a) and Fed. R. Bankr. P. 2016 for Authority to Establish Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Dkt No. 349]. Copies of the proposed order on the Interim Compensation Procedures Motion and a redline comparison against the proposed order previously filed with the Interim Compensation Procedures Motion are attached hereto as **Exhibit 11**.

12. **Ordinary Course Professionals Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 327, 328, and 330 for Authority to Employ Professionals Used in the Ordinary Course of Business *Nunc Pro Tunc* to the Petition Date [Dkt No. 350]. Copies of the proposed order on the Ordinary Course Professionals Motion and a redline comparison against the proposed order previously filed with the Ordinary Course Professionals Motion are attached hereto as **Exhibit 12.**

13. **Operational Integrity Suppliers Motion.** Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 503(b)(9) and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final Authority to Pay Prepetition Obligations Owed to Certain Safety and Reliability, Outage, and Nuclear Facility Suppliers [Dkt No. 12]. Copies of a proposed second interim order on the Operational Integrity Suppliers Motion and a redline comparison against the interim order previously approved by the Court with respect to the Operational Integrity Suppliers Motion are attached hereto as **Exhibit 13.**

**PLEASE TAKE FURTHER NOTICE** that copies of each pleading identified herein can be viewed and/or obtained: (i) by accessing the Court's website at <http://www.canb.uscourts.gov>, (ii) by contacting the Office of the Clerk of the Court at 450 Golden Gate Avenue, San Francisco, CA 94102, or (iii) from the Debtors' notice and claims agent, Prime Clerk LLC ("**Prime Clerk**"), at <https://restructuring.primeclerk.com/pge> or by calling (844) 339-4217 (toll free) for U.S.-based parties; or +1 (929) 333-8977 for International parties or by e-mail at: [pgeinfo@primeclerk.com](mailto:pgeinfo@primeclerk.com). Note that a PACER password is needed to access documents on the Bankruptcy Court's website.

**PLEASE TAKE FURTHER NOTICE** that the Debtors reserve the right to further amend, modify, or supplement the proposed final orders at any time up to and during the Omnibus Hearing.

Dated: February 25, 2019

**WEIL, GOTSHAL & MANGES LLP  
KELLER & BENVENUTTI LLP**

/s/ Jane Kim

Jane Kim

*Proposed Attorneys for Debtors and Debtors in Possession*